

**Exhibit A**

**Stipulation**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

CL H WINDDOWN LLC, *et al.*,<sup>1</sup>

Debtors.

BAHRAM NOUR-OMID, an individual, and  
LEARNICON LLC, a Delaware limited  
liability company,

Plaintiffs,

v.

CL H WINDDOWN LLC f/k/a  
CARBONLITE HOLDINGS LLC, a  
Delaware limited liability company, LF  
INVESTMENT HOLDINGS, LLC, a  
Delaware limited liability company, LEON  
FARAHNIK, an individual, KIM JEFFERY,  
an individual, FARAMARZ  
YOUSEFZADEH, an individual, ORION  
ENERGY CREDIT OPPORTUNITIES  
FUND II, L.P., a Delaware limited  
partnership, ORION ENERGY CREDIT  
OPPORTUNITIES FUND II PV, L.P., a  
Delaware limited partnership, ORION  
ENERGY CREDIT OPPORTUNITIES  
FUND II GPFA, L.P., a Delaware limited  
partnership, FORCE TEN PARTNERS, LLC,  
a Delaware limited liability company, BRIAN  
WEISS, an individual, and DOES 1 through  
50, inclusive,

Defendants.

Chapter 11

Case No. 21-10527 (JTD)

(Jointly Administered)

Adv. Proc. No. 21-50317 (JTD)

**STIPULATION OF DISMISSAL OF ADVERSARY PROCEEDING  
AS TO NON-DEBTOR DEFENDANTS**

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: CL H Winddown LLC (8957); CL I Winddown LLC (3596); CL PH Winddown LLC (8957); CL PA Winddown LLC (5453); CL PIH Winddown LLC (8957); CL PP Winddown LLC (8957); CL RH Winddown LLC (8957); CL Sub Winddown LLC (8957); PP PA Winddown LLC (8322); CL R Winddown LLC (3727); and PSS Winddown LLC (9948).

Pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, as incorporated in adversary proceedings by Rule 7054 of the Federal Rules of Bankruptcy Procedure, the parties to the above-captioned adversary proceeding (the “Adversary Proceeding”) stipulate and agree as follows:

1. The Adversary Proceeding shall be dismissed *with prejudice* solely as to defendants: Kim Jeffery; Faramarz Yousefzadeh; Force Ten Partners, LLC; Brian Weiss; Orion Energy Credit Opportunities Fund II, L.P.; Orion Energy Credit Opportunities Fund II PV, L.P.; and Orion Energy Credit Opportunities Fund II GPFA, L.P. Plaintiffs and the foregoing defendants shall bear their own fees and expenses associated with the Adversary Proceeding.

2. The Adversary Proceeding shall be dismissed *without prejudice* solely as to defendants: Leon Farahnik; and LF Investment Holdings, LLC. Plaintiffs and the foregoing defendants shall bear their own fees and expenses associated with the Adversary Proceeding.

3. There is no just reason for delaying the dismissal of the Adversary Proceeding with respect to the non-debtor defendants listed above.

*[Signatures on Following Pages]*

Dated: August 4, 2021

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